



CymaBay Therapeutics
7575 Gateway Blvd.
Suite 110
Newark, CA 94560
www.cymabay.com
510-293-8800 office
510-293-9090 fax

June 16, 2021

Ms. Vanessa A. Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Via E-mail Rule-comments@sec.gov

Re: Notice of Filing of Proposed Rule, SEC File No. SR-NYSE-2020-98

Dear Ms. Countryman:

In response to File No. SR-NYSE-2020-98, CymaBay Therapeutics, Inc. ("CymaBay") would like to provide comments specifically addressing our recent precipitous increase in proxy fees for the 2021 proxy season. Like most other small public biotech companies, CymaBay manages its expenses very carefully, seeking to maximize our ability to bring meaningful treatments to those suffering from liver disease as well as maximize value to our stockholders. While proxy-related fees have been low and predictable over the years in which CymaBay has been a public company, this year CymaBay received an extraordinarily high proxy distribution bill from Mediant Communications Inc. ("Mediant"), almost exclusively driven by an increase in the number of beneficial stockholders at Robinhood Markets, Inc. ("Robinhood"). The bill was 100-fold higher than in 2020, representing distribution to 100-fold more beneficial stockholders at Robinhood than in 2020. CymaBay has not seen a meaningful increase in holders for any other brokerage company that was processed through Mediant or any other distribution platform. Due to the tremendous and unanticipated increase in cost, CymaBay sought to understand the cause for the precipitous increase in the number of beneficial stockholders at Robinhood. Research uncovered a number of message board posts of receiving a small amount of CymaBay stock for free through various promotions from Robinhood, including free stock upon account set-up and free stock through Robinhood's referral program. Robinhood separately confirmed that CymaBay stock was part of its free stock program. It is CymaBay's understanding that the individual stockholders receiving shares in these promotions do not make a decision to receive CymaBay stock, but instead were provided the stock for free and without a choice.

CymaBay welcomes new investors; however, we believe the dramatic increase in the number of beneficial stockholders is directly related to Robinhood's free share program. If the investment in CymaBay was not a deliberate investment decision on behalf of the stockholder, we believe that the issuer should not bear the cost of out-of-pocket, clerical, postage and other expenses incurred for a particular distribution as required under SEC Rules 14b-1 and 14b-2 under the Exchange Act of 1934. Accordingly, we ask that the Commission adopt the proposed rule and

shift the cost to the brokerage firm who made the decision to provide the free stock, rather than continuing to require reimbursement by the issuer. We do not believe that the reason for requiring reimbursement by the issuer was to subsidize the promotional activities of brokers. CymaBay believes that this change would also be consistent with the rule and fee changes for managed accounts recommended by the NYSE Proxy Fee Advisory Committee in 2012 and adopted by the Commission in 2013. That rule change eliminated proxy mailing fees for managed accounts holding fewer than five shares of an issuer's security. Part of the rationale for that change was that the investments in managed accounts were chosen by the investment manager not the beneficial owner. Based on the free share programs offered at Robinhood, we believe the same holds true for the vast majority of the Robinhood accounts. See SEC Release No. 24-70720. CymaBay respectfully requests that the Commission review this situation, which, based on our research is not limited to CymaBay but covers a number of issuers, and adopt the proposed rule and consider recommending any other associated changes to align proxy distribution fee reimbursement rules on shares received for free by a brokerage firm to be consistent with the approach taken on managed accounts. Finally, while we understand Robinhood is governed by FINRA, we also understand that generally, any rule changes adopted by the NYSE historically have also been adopted by FINRA, and believe the spirit of this rule should apply across the board.

Sincerely,



Paul T. Quinlan
General Counsel and Corporate Secretary